

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

In re:)
)
CIRCUIT CITY STORES, INC., et. al.,¹) Case No 08-35653 (KRH)
)
Debtors.) Jointly Administered

SUMMARY OF SEVENTH INTERIM FEE APPLICATION OF ERNST & YOUNG LLP
AS ACCOUNTING AND TAX CONSULTANTS FOR THE DEBTORS FOR THE
PERIOD MAY 1, 2010 THROUGH JULY 31, 2010

| | |
|---|--|
| 1. Name of applicant: | Ernst & Young LLP |
| 2. Role of applicant: | Accounting and Tax Consultants for the Debtors and Debtors-in-Possession |
| 3. Date case filed: | November 10, 2008 |
| 4. Date of application for employment: | November 18, 2008 |
| 5. Date of order approving employment: | December 8, 2008, as of November 10, 2008 |
| 6. Date of this application: | September 13, 2010 |
| 7. Dates of services covered: | May 1, 2010 through July 31, 2010 |
| 8. Total fees requested for this period | \$83,120.46 |
| 9. Balance remaining in fee retainer account, not yet awarded | None |
| 10. Fees paid or advanced for this period | \$61,555.90 |

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

| | | |
|-----|--|-------------|
| 11. | Net amount of fees requested for this period | \$21,564.56 |
| 12. | Total expense reimbursement requested for this period | \$0.00 |
| 13. | Expenses paid or advanced for this period | \$0.00 |
| 14. | Net amount of expense reimbursements requested for this period | \$0.00 |
| 15. | Gross award requested for this period | \$83,120.46 |
| 16. | Net award requested for this period | \$21,564.56 |

History of Fees and Expenses

1. Dates, sources, and amounts of retainers received:

None.

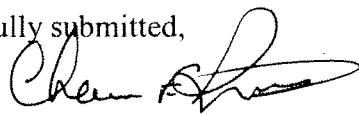
2. Dates, sources, and amounts of third party payments received:

None.

3. Prior fee and expense awards:

| | | Requested | | Approved | |
|--------------------|--|--------------|------------|--------------|------------|
| Date Filed | Period Covered | Fees | Expenses | Fees | Expenses |
| March 17, 2009 | November 10, 2008 through January 31, 2009 | \$717,048.99 | \$4,025.70 | \$700,186.86 | \$4,025.70 |
| June 15, 2009 | February 1, 2009 through April 30, 2009 | \$520,883.08 | \$3,799.93 | \$520,883.08 | \$3,799.93 |
| September 14, 2009 | May 1, 2009 through July 31, 2009 | \$429,595.73 | \$1564.58 | \$429,595.73 | \$1564.58 |
| December 15, 2009 | August 1, 2009 through October 31, 2009 | \$177,371.26 | \$557.97 | \$177,371.26 | \$557.97 |
| March 17, 2010 | November 1, 2009 through January 31, 2010 | \$194,802.16 | \$2,129.30 | \$194,802.16 | \$2,129.30 |
| June 14, 2010 | February 1, 2010 through April 30, 2010 | \$164,709.45 | \$285.00 | \$164,709.45 | \$285.00 |

Respectfully submitted,



Charles F. Phillips, III
Partner, Ernst & Young LLP

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

In re:)
)
CIRCUIT CITY STORES, INC., et. al.,¹) Case No 08-35653 (KRH)
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Debtors.) Jointly Administered

**SEVENTH INTERIM FEE APPLICATION OF ERNST & YOUNG LLP AS
ACCOUNTING AND TAX CONSULTANTS FOR THE DEBTORS FOR THE PERIOD
MAY 1, 2010 THROUGH JULY 31, 2010**

Ernst & Young LLP (the “Applicant” or “E&Y LLP”), as Accounting and Tax Consultants to the Debtors, respectfully represents:

INTRODUCTION

1. This is the Applicant’s seventh interim application (the “Application”) for allowance and payment of compensation for professional services and reimbursement of expenses pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Guidelines for Fee Applications for Professionals in the Eastern District of Virginia Bankruptcy Cases (the “Guidelines”), and the Order under Bankruptcy Code Sections 105(a) and 331 Establishing Procedures for Interim Compensation, entered December 9, 2008 (Docket No. 830) (the “Interim Compensation Order,” and collectively, the “Applicable Guidelines and Orders”).

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc.(n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

2. This Application requests compensation for accounting and tax consulting services (the “Services”) rendered by the Applicant on behalf of the Debtors during the period May 1, 2010 through July 31, 2010 (the “Compensation Period”) and reimbursement of actual and necessary expenses incurred by (or first billed by outside vendors to) the Applicant during the Compensation Period in connection with the rendering of such Services. This Application complies with the Bankruptcy Code, the Bankruptcy Rules, the Guidelines and the Local Rules, as stated in the certification dated September 13, 2010 attached hereto as Exhibit A, made on behalf of the Applicant by Charles F. Phillips, III (the “Certification”).

3. This Application seeks the interim approval and allowance of compensation in the amount of \$83,120.46, representing the fees for the Applicant’s actual time charges for 162.8 hours of professional services rendered during the Compensation Period, plus reimbursement of actual and necessary expenses incurred in the amount of \$0.00, for a total of \$83,120.46, all as more fully set forth below. The Applicant submits that allowance and payment of these amounts are fully warranted given the actual and necessary services rendered to the Debtors by the Applicant as described in this Application.

4. In accordance with the Applicable Guidelines and Orders, the following exhibits are annexed to this Application:

- A. Exhibit A: Certification by Charles F. Phillips, III;
- B. Exhibit B: Summary of Professional Time;
- C. Exhibit C: Summary of Professional Time by Project Category;
- D. Exhibit D: Summary of Expenses and Disbursements; and
- E. Exhibit E: Detailed Description of Services Rendered.

JURISDICTION

5. This Court has subject matter jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

6. On November 10, 2008 (the “Petition Date”), each of the Debtors filed a petition with this Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases.

7. On December 9, 2008, this Court entered the Interim Compensation Order, which authorizes the monthly payment of eighty-five percent (85%) of fees and one hundred percent (100%) of expenses to retained professionals upon submission of timely monthly fee requests to, and provided no formal objections were filed by, the Debtors and their counsel, the U.S. Trustee, and counsel for any official committee appointed in these cases (collectively, the “Notice Parties”). The Interim Compensation Order also requires the submission of periodic interim fee applications and a final fee application for approval and allowance of compensation and reimbursement of expenses, upon which any formal objections not resolved consensually will be presented to the Court.

RETENTION OF ERNST & YOUNG LLP AND MONTHLY FEE STATEMENTS

8. On November 18, 2008, the Debtors filed their Application for Order Authorizing the Employment and Retention of Ernst & Young LLP as Accounting and Tax Consultants for the Debtors and Debtors in Possession Effective as of the Petition Date (Docket No. 193). On December 8, 2008, the Court entered an order approving the retention of E&Y LLP effective as of the Petition Date (Docket No. 793) (the “Original Retention Order”).

9. On December 12, 2008, the Debtors filed their Application to Expand the Scope of Employment and Retention of Ernst & Young LLP to Include Additional Tax Advisory Services, Effective as of November 10, 2008 (Docket No. 952) (the “First Expansion Application”). On December 24, 2008, the Court entered an order approving the First Expansion Application, effective as of the Petition Date (Docket No. 1277) (the “First Expansion Order”).

10. On August 7, 2009, the Debtors filed a second Application to Expand the Scope of Employment and Retention of Ernst & Young LLP to Include Further Tax Advisory Services, Effective as of March 1, 2009 (Docket No. 4395) (the “Second Expansion Application”). On September 1, 2009, the court entered an order approving the Second Expansion Application, effective as of March 1, 2009 (the “Second Expansion Order”).

11. On April 30, 2010, the Debtor filed a third Application to Expand the Scope of Employment and Retention of Ernst & Young LLP to Include Further Tax Advisory Services, Effective as of September 10, 2009 (Docket No. 7351) (the “Third Expansion Application”). On May 20, 2010, the court entered an order approving the Third Expansion Application, effective as of September 10, 2009 (the “Third Expansion Order” and together with the Original Retention Order, the First Expansion Order, and the Second Expansion Order, the “Retention Order”).

12. On June 16, 2010, the Applicant circulated to the Notice Parties a monthly fee statement for the period May 1, 2010 through May 31, 2010, requesting \$5,824.42 in fees and \$0.00 in expenses (the “May Fee Statement”).

13. On July 9, 2010, the Applicant circulated to the Notice Parties a monthly fee statement for the period June 1, 2009 through June 30, 2009, requesting \$66,594.29 in fees and \$0.00 in expenses (the “June Fee Statement”).

14. On August 17, 2010, the Applicant circulated to the Notice Parties a monthly fee statement for the period July 1, 2010 through July 31, 2010, requesting \$10,701.75 in fees and \$0.00 in

expenses (the “July Fee Statement,” and together with the May Fee Statement and the June Fee Statement, the “Monthly Fee Statements”).

15. No party has filed an objection to the Applicant’s Monthly Fee Statements, and neither the Applicant nor counsel for the Applicant has received any objections to the Monthly Fee Statements.

16. With respect to the Compensation Period, as of the date of this Application the Debtors have paid the Applicant: \$61,555.90 of the fees for professional services and all of the expenses invoiced under the Monthly Fee Statements.

17. No agreement or understanding exists between the Applicant and any other person for the sharing of compensation received from services rendered or in connection with Debtors’ chapter 11 cases, nor shall the Applicant share or agree to share the compensation paid or allowed from Debtors’ estates for such services with any other person.

SUMMARY OF SERVICES RENDERED

18. During the Compensation Period, the Applicant provided Services under a number of different discrete projects. The Services fall under the project categories of: Bankruptcy Process/Status Updates; IRS Controversy Assistance; Affidavit/Engagement Letter/Monthly Fee Application/Other Matters; Property Tax Project; and InterTan Restructuring.. The following is a summary description of the services provided to the Debtors under each project category.

(A) Bankruptcy Process/Status Updates: Work in this project category included regular communication and correspondence with the Debtors, including telephone calls, emails, reviews of public filings, and other matters related to the status and timing of bankruptcy related activities needed to assist the Debtors in addressing tax matters that arose in connection with the bankruptcy. In connection with the foregoing services, E&Y LLP’s professionals expended a total of 11.0 hours during the Compensation Period for which E&Y LLP seeks allowance of compensation for professional services in the amount of \$6,535.27.

(B) IRS Controversy Assistance: E&Y LLP professionals participated in phone conversations with Company management as well as with Internal Revenue Service (“IRS”) officials related to ongoing IRS audits and pending refund claims. In connection with the foregoing services, E&Y LLP’s professionals expended a total of 1.0 hours during the Compensation Period for which E&Y LLP seeks allowance of compensation for professional services of \$698.95.

(C) Affidavit/Engagement Letter/Monthly Fee Application/Other Administrative Matters: E&Y LLP professionals incurred time performing services relating to the organization and execution of the required bankruptcy retention and compensation process, including preparing and reviewing documents and disclosures required for inclusion within retention pleadings and affidavits, discussions with internal and external legal counsel regarding filing requirements under the Applicable Guidelines and Orders, and preparing fee submissions. E&Y LLP is not seeking reimbursement for the time spent by E&Y LLP’s in-house counsel nor fees paid by E&Y LLP to its external bankruptcy counsel in connection with its retention or billing in these chapter 11 cases. In connection with the foregoing services, E&Y LLP’s professionals expended a total of 11.4 hours during the Compensation Period for which E&Y LLP seeks allowance of compensation for professional services of \$6,623.48.

(D) Property Tax Project: E&Y LLP professionals provided services in developing and building a valuation model to value the Debtors’ stores’ taxable personal property and leasehold improvements, preparing a master valuation report to apply to all stores and a data sheet for each individual store valued, providing the Debtors with a draft taxpayer’s opinion of value for 2009 renditions yet to be filed and reviewing the tax assessments assigned by the taxing authorities. In connection with the foregoing services, E&Y LLP’s professionals expended a total of 43.0 hours during the Compensation Period for which E&Y LLP seeks allowance of compensation for professional services of \$14,423.36.

(E) InterTan Restructuring: E&Y LLP also assisted with the restructuring of the Debtors' Canadian operations including discussions with management and the Debtors' Canadian advisors, review of transaction steps to advise the Debtors on the proper tax reporting of the transaction in the U.S. and potential withholding tax ramifications of the proposed transactions. In connection with the foregoing services, E&Y LLP's professionals expended a total of 96.4 hours during the Compensation Period for which E&Y LLP seeks allowance of compensation for professional services of \$54,839.40.

19. The attached Exhibit B sets forth the names, titles, hourly rates, and the number of hours billed by all partners, principals, executive directors, senior managers, managers, seniors and staff of the Applicant who rendered Services to the Debtors during the Compensation Period. The hourly rates comply with the terms of the applicable engagement letters as approved by the Retention Order, reflect the normal hourly rates for professional services charged by each partner, principal, manager and auditor of the Applicant for this type of work, and are consistent with rates typically charged by other comparable firms for this type of work.

20. Attached hereto as Exhibit C is a schedule specifying the amount of fees, separated by each project category.

21. Attached hereto as Exhibit D are contemporaneously maintained records of the expenses for which the Applicant is seeking reimbursement.

22. E&Y LLP's professionals have maintained contemporaneous time records which indicate the time that each professional spent working on a particular matter and the nature of the work performed. Copies of these time records are annexed to this Application as Exhibit E.

23. E&Y LLP has endeavored to reduce fees by assigning work to professionals with lower hourly rates when appropriate.

24. All Services rendered by E&Y LLP for the Debtors during the Compensation Period were performed in connection with the representation of the Debtors in these Chapter 11 Cases.

THE REQUESTED COMPENSATION SHOULD BE ALLOWED

25. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code “reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1). Section 330(a)(3) further provides that in determining the amount of reasonable compensation to be awarded,

[T]he court shall consider the nature and extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title; and
- (E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

26. Pursuant to Barber v. Kimbrell's, Inc., 577 F.2d 216 (4th Cir.), *cert. denied*, 439 U.S. 934 (1978), the Fourth Circuit held that courts must consider and discuss the twelve factors set forth in Johnson v. Georgia Highway Express, 488 F.2d 714 (5th Cir. 1974), to determine a reasonable fee. Factors to be considered include: Those twelve factors are:

- A. The time and labor required;
- B. The novelty and difficult of the questions presented;
- C. The skill required to perform the services properly;
- D. The preclusion from other employment by the professional due to acceptance of the case;
- E. The customary fee for similar work in the community;
- F. Whether the fee is fixed or contingent;

- G. The time limitations imposed by the client or circumstances;
- H. The amount involved and results obtained;
- I. The experience, reputation and ability of the professionals;
- J. The undesirability of the case;
- K. The nature and length of the professional relationship with the client; and
- L. Awards in similar cases.

Barber, 577 F.2d at 226 n. 28.

27. Based on the standards set forth in section 330 of the Bankruptcy Code and Barber, the Applicant believes that the fair and reasonable value of its services rendered during the Compensation Period is the amount of \$83,120.46 plus expenses of \$0.00.

A. Time, Nature and Extent of Services Rendered, Results Obtained and Other Related Factors

28. The foregoing summary, together with the Exhibits annexed hereto, detail the time, nature and extent of the professional services E&Y LLP rendered for the benefit of the Debtors during the Compensation Period. The total number of hours expended, 162.8, reveals the time devoted to the Debtors' chapter 11 cases on a wide spectrum of issues which have arisen in these cases during the Compensation Period.

B. Novelty and Difficulty of Issues Presented

29. The issues which have arisen in these cases during the Compensation Period demanded a high level of skill and competency. E&Y LLP spent considerable time and resources providing the Services to the Debtors.

C. Skill Requisite to Perform Services Properly

In rendering services to the Debtors, E&Y LLP demonstrated substantial skill and expertise in the areas of financial auditing and tax, particularly with respect to chapter 11 debtors.

D. Preclusion from Other Employment Due to Acceptance of Case

E&Y LLP's representation of the Debtors in these chapter 11 cases did not preclude it from accepting other engagements.

E. Customary Fees

30. E&Y LLP does not hold any retainers. E&Y LLP submits that its compensation structure is fair and reasonable in light of industry practice, market rates both inside and outside of chapter 11 cases, and E&Y LLP's experience in reorganizations and the importance of the work to these cases.

F. Whether Fee is Fixed or Contingent

31. The amount requested is consistent with the fee which E&Y LLP would charge its clients in other non-contingent, bankruptcy and commercial engagements.

G. Time Limitations Imposed by Client or Other Circumstances

32. The circumstances in these cases occasionally imposed time constraints on E&Y LLP due to the necessity for rapid resolution of significant issues.

H. Experience, Reputation and Ability of Professionals

33. E&Y LLP is an established accounting firm and its members and associates working on these chapter 11 cases are experienced in matters of this kind and well known to bankruptcy courts throughout the nation.

I. "Undesirability" of Case

34. This case is not undesirable. E&Y LLP believes that it is privileged to have the opportunity to represent the Debtors and work before this Court in this proceeding.

J. Nature and Length of Professional Relationship to Client

35. Since E&Y LLP's engagement by the Debtors, E&Y LLP has represented solely the

Debtors in these cases.

K. Awards in Similar Cases

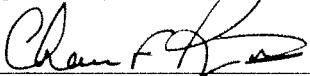
36. The amount requested by E&Y LLP is reasonable in terms of awards in cases of similar magnitude and complexity. The compensation which E&Y LLP requests comports with the mandate of the Bankruptcy Code, which directs that services be evaluated in light of comparable services performed in non-bankruptcy cases in the community. The total fees requested by E&Y LLP, \$83,120.46, reflects an average hourly rate of \$523.05 for 162.8 total hours of service. Considering the complexity of the issues addressed during the Compensation Period, this rate is entirely appropriate. The costs for which E&Y LLP seeks reimbursement were necessarily incurred as a result of this engagement. Therefore, such costs are not implicit in E&Y LLP's hourly rates.

[THIS SPACE INTENTIONALLY LEFT BLANK]

WHEREFORE, E&Y LLP respectfully requests the Court to enter an order (i) awarding E&Y LLP the sum of \$83,120.46 as interim compensation for services rendered, and \$0.00 as interim reimbursement for actual and necessary expenses incurred during the course of the Compensation Period; (ii) authorizing and directing the Debtors to pay E&Y LLP any such allowed amounts that have not been paid thus far under the Monthly Fee Statements for the Compensation Period; and (iii) granting such other and further relief as the Court deems appropriate.

Dated: September 13, 2010
Richmond, Virginia

Respectfully submitted,


ERNST & YOUNG LLP
Charles F. Phillips, III
Partner

Dated: September 14, 2010 SKADDEN, ARPS, SLATE, MEAGHER &
Richmond, Virginia FLOM, LLP
Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
P.O. Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

- and -

SKADDEN, ARPS, SLATE, MEAGHER &
FLOM, LLP
Chris L. Dickerson, Esq.
155 North Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

- and -

MCGUIREWOODS LLP

/s/ Douglas M. Foley.
Douglas M. Foley (VSB No. 34364)
Sarah B. Boehm (VSB No. 45201)
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

Counsel for Debtors and Debtors in
Possession

Exhibit A
Certification by Charles F. Phillips, III

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

In re:)
)
CIRCUIT CITY STORES, INC., et. al.,¹) Case No 08-35653 (KRH)
)
Debtors.) Jointly Administered

CERTIFICATION BY CHARLES F. PHILLIPS, III

I have been designated by Ernst & Young LLP (“E&Y LLP” or the “Applicant”) as the professional with responsibility in these cases for compliance with the “Guidelines for Fee Applications for Professionals in the Eastern District of Virginia in Bankruptcy Cases” (the “Guidelines”).

I have read the Applicant's seventh interim application for compensation and reimbursement of expenses (the “Application”). I believe the Application complies with the Guidelines, and the fees and expenses sought fall within the Guidelines, except as specifically noted in this certification and described in the application.

The fees and expenses sought are billed at rates in accordance with practices customarily employed by the Applicant and generally accepted by the Applicant's clients.

In seeking reimbursement for the expenditures described on Exhibit D to the Application,

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the Applicant is seeking reimbursement only for the actual expenditure and has not marked up the actual cost to provide a profit or to recover the amortized cost of investment in staff time or equipment or capital outlay (except to the extent that the Applicant has elected to charge for in-house photocopies and outgoing facsimile transmissions at the maximum rates permitted by the Guidelines).

In seeking reimbursement for any service provided by a third party, the Applicant is seeking reimbursement only for the amount actually paid by the Applicant to the third party.

By this certification, the Applicant does not waive or release any rights or entitlements it has under the orders of this Court approving the Applicant's retention by the Debtors and pursuant to the terms of the engagement letters between the Applicant and the Debtors attached as exhibits to the Debtors' applications to employ and retain E&Y LLP or affidavits in support thereof.

I declare under penalty of perjury that the foregoing is true and correct.

Executed, this 13th day of September, 2010 at Richmond, Virginia.

By:



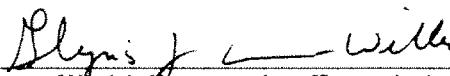
Name: Charles F. Phillips, III

Title: Partner

City/County of Richmond

State/Commonwealth of Virginia

Acknowledged and sworn to before me this 13 day of September, 2010



Signature of Virginia Notary or other officer authorized to administer oaths

March 31, 2011
Expiration Date

238631

Notary Registration Number (or official title if not a notary)

Exhibit B
Summary of Fees by Individual Professional

Exhibit B
Summary of Fees by Individual Professional

| Professional | Title | Hourly Rate | Hours | Fees |
|---------------------------------------|----------------------------|--------------------|--------------|------------------|
| Bing,Stephanie Regina (US012679045) | Senior-Grade 3 | 371.00 | 1.0 | 371.00 |
| Bing,Stephanie Regina (US012679045) | Senior-Grade 3 | 322.00 | 5.9 | 1,899.80 |
| Blank,Jacob M (US010964969) | Partner/Principal-Grade 1 | 766.50 | 7.5 | 5,748.75 |
| Chestnut,Douglas E (US011181934) | Partner/Principal-Grade 1 | 885.50 | 1.5 | 1,328.25 |
| Corum,Harold John (US012626359) | Manager-Grade 4 | 468.10 | 1.0 | 468.10 |
| DuBois,Bright (US012590015) | Manager-Grade 4 | 450.10 | 2.1 | 945.21 |
| Filippou,Ceryl Alison (US011170632) | Senior Manager-Grade 2 | 619.50 | 1.0 | 619.50 |
| Flagg,Nancy A. (US011940912) | Executive Director-Grade 1 | 686.00 | 0.9 | 617.40 |
| Flagg,Nancy A. (US011940912) | Executive Director-Grade 1 | 713.44 | 2.8 | 1,997.63 |
| Garrett,Lawrence M (US012012936) | Partner/Principal-Grade 1 | 766.50 | 3.7 | 2,836.05 |
| Hamilton,Mary Catherine (US012544094) | Staff/Assistant-Grade 2 | 99.01 | 0.5 | 49.50 |
| Hayes,Brandon Lewis (US012390249) | Senior Manager-Grade 2 | 612.50 | 0.5 | 306.25 |
| Long,Charles A (US011485081) | Executive Director-Grade 1 | 668.50 | 2.3 | 1,537.55 |
| Long,Charles A (US011485081) | Executive Director-Grade 1 | 695.24 | 1.0 | 695.24 |
| More,Vrushali (US012669303) | Staff/Assistant-Grade 4 | 206.50 | 14.0 | 2,891.00 |
| More,Vrushali (US012669303) | Staff/Assistant-Grade 4 | 222.04 | 10.5 | 2,331.42 |
| Nugent,Timothy J (US011492371) | Partner/Principal-Grade 1 | 682.50 | 0.5 | 341.25 |
| O'Connor,Margaret M (US011054402) | Partner/Principal-Grade 1 | 885.50 | 0.4 | 354.20 |
| Phillips,Charles F (US012001428) | Partner/Principal-Grade 1 | 665.00 | 5.5 | 3,657.50 |
| Phillips,Charles F (US012001428) | Partner/Principal-Grade 1 | 691.60 | 2.5 | 1,729.00 |
| Randall,Franchon L. (US012058237) | Manager-Grade 4 | 469.00 | 8.4 | 3,939.60 |
| Rollinson,Marjorie A (US011431468) | Partner/Principal-Grade 1 | 885.50 | 0.2 | 177.10 |
| Scott,Leila N (US012830524) | Staff/Assistant-Grade 3 | 122.50 | 1.5 | 183.75 |
| Singleton,Henry V. (US012608967) | Executive Director-Grade 1 | 709.10 | 0.5 | 354.55 |
| Tegel,Clifford N (US011689431) | Senior Manager-Grade 4 | 567.00 | 18.5 | 10,489.50 |
| Vaughn,Scott D. (US012004058) | Partner/Principal-Grade 1 | 717.50 | 23.9 | 17,148.25 |
| Wells,Karen E (US011916690) | Senior Manager-Grade 1 | 688.80 | 0.5 | 344.40 |
| Wilson,Jonathan B (US012003115) | Senior Manager-Grade 4 | 567.00 | 7.2 | 4,082.40 |
| Wilson,Jonathan B (US012003115) | Senior Manager-Grade 4 | 593.32 | 4.7 | 2,788.60 |
| Winston,Michael Paul (US012353477) | Senior-Grade 2 | 399.00 | 32.3 | 12,887.70 |
| Totals | | | 162.8 | 83,120.46 |

Exhibit C
Schedule of Fees by Project Category

Exhibit C
Schedule of Fees by Project Category

| Project Category | <u>May-10</u> | <u>Jun-10</u> | <u>Jul-10</u> | <u>Total Fees</u> |
|---|------------------------|-------------------------|-------------------------|-------------------------|
| (A) Bankruptcy Process/Status Update | 2,563.75 | 1,662.50 | 2,309.02 | 6,535.27 |
| (B) IRS Controversy Assistance Affadavit/Engagement Letter/Monthly Fee | - | 698.95 | - | 698.95 |
| (C) Application/Other Administrative Matters | - | 4,082.40 | 2,541.08 | 6,623.48 |
| (D) Property Tax Project | 3,260.67 | 5,311.04 | 5,851.65 | 14,423.36 |
| (E) InterTan Restructuring | - | 54,839.40 | - | 54,839.40 |
| Net Fees | <u>5,824.42</u> | <u>66,594.29</u> | <u>10,701.75</u> | <u>83,120.46</u> |

Exhibit D
Schedule of Expenses

Exhibit D
Schedule of Expenses

| <u>Emp/Vendor</u> | <u>Rank</u> | <u>Description</u> | <u>Incur Date</u> | <u>Expenses</u> |
|-------------------|-------------|--------------------|-------------------|-----------------|
|-------------------|-------------|--------------------|-------------------|-----------------|

There were no expenses incurred during the interim period ending July 31, 2010.

Exhibit E
Chronological Detail of Services Rendered

Exhibit E
Chronological Detail of Services Rendered

| Emp/Vendor | Title | Descr | Incur Dt | Agreed Rate | Hours | Fees @ Rate | Breakdown |
|-------------------------------------|----------------------------|---|-----------------|--------------------|--------------|--------------------|--------------------------|
| More,Vrushali (US012669303) | Staff/Assistant-Grade 4 | Review of new property tax notices received | 4/27/2010 | 206.50 | 0.5 | 103.25 | Property Tax Project |
| More,Vrushali (US012669303) | Staff/Assistant-Grade 4 | Updated property tax log for new notices | 4/29/2010 | 206.50 | 0.5 | 103.25 | Property Tax Project |
| Phillips,Charles F (US012001428) | Partner/Principal-Grade 1 | review of interim filing documents | 5/6/2010 | 665.00 | 0.5 | 332.50 | BR Process/Status Update |
| | | Skimmed through new notices received (1.2). Saved files in Edocs for retention (1.4). Correspondence with Charlie L & Jeff Knopke regarding new notices (.9). | | | | | |
| More,Vrushali (US012669303) | Staff/Assistant-Grade 4 | Talked to attorney for Madison Heights and Novi regarding claim verification... | 5/7/2010 | 206.50 | 3.5 | 722.75 | Property Tax Project |
| Bing,Stephanie Regina (US012679045) | Senior-Grade 3 | discussion with jeff mcdonald on next steps related to the liquidating trust | 5/11/2010 | 371.00 | 0.5 | 185.50 | Property Tax Project |
| Phillips,Charles F (US012001428) | Partner/Principal-Grade 1 | Talked to Oakland County treasurer regarding claim verification. | 5/12/2010 | 665.00 | 0.5 | 332.50 | BR Process/Status Update |
| Bing,Stephanie Regina (US012679045) | Senior-Grade 3 | Correspondence with Jeff Knopke regarding status of property tax notices | 5/12/2010 | 371.00 | 0.5 | 185.50 | Property Tax Project |
| Scott,Leila N (US012830524) | Staff/Assistant-Grade 3 | Discussion with jeff mcdonald on issues related to liquidating trust | 5/13/2010 | 122.50 | 0.5 | 61.25 | BR Process/Status Update |
| Phillips,Charles F (US012001428) | Partner/Principal-Grade 1 | Review various e-mails to support files for various tax positions taken | 5/14/2010 | 665.00 | 0.5 | 332.50 | BR Process/Status Update |
| Vaughn,Scott D. (US012004058) | Partner/Principal-Grade 1 | Reply to emails re: WA appeals and hearings where deadlines were missed because we received the notices too late to respond timely | 5/17/2010 | 717.50 | 1.0 | 717.50 | BR Process/Status Update |
| DuBois,Brigit (US012590015) | Manager-Grade 4 | Continue correspondence with city attorney offices for verification follow-up (Madison Heights, Novi, Brighton). | 5/17/2010 | 450.10 | 0.2 | 90.02 | Property Tax Project |
| Bing,Stephanie Regina (US012679045) | Senior-Grade 3 | | 5/17/2010 | 322.00 | 0.5 | 161.00 | Property Tax Project |
| Phillips,Charles F (US012001428) | Partner/Principal-Grade 1 | Follow up call with Jeff M. related to liquidating trust issues | 5/19/2010 | 665.00 | 0.5 | 332.50 | BR Process/Status Update |
| Bing,Stephanie Regina (US012679045) | Senior-Grade 3 | Correspond with client to set up meeting to discuss next steps. | 5/19/2010 | 322.00 | 0.3 | 96.60 | Property Tax Project |
| Scott,Leila N (US012830524) | Staff/Assistant-Grade 3 | Review of property tax notice log | 5/20/2010 | 122.50 | 1.0 | 122.50 | BR Process/Status Update |
| | | Conference call with Jeff McDonald, Jeff Knopke, and Nancy Flagg regarding update of correspondence between CC Gen Counsel and Debtor's Counsel regarding taxing jurisdictions assessing P&I as a valid expense | | | | | |
| Long,Charles A (US011485081) | Executive Director-Grade 1 | Follow up w/ Nancy Flagg as to documenting next steps from conference call with Jeff McDonald and Jeff Knopke regarding P&I assertions | 5/20/2010 | 668.50 | 0.6 | 401.10 | Property Tax Project |
| Long,Charles A (US011485081) | Executive Director-Grade 1 | call with mcdonald, knopke and long re: current situation of lack of clarity re: admin claims and admin tax non-payment | 5/20/2010 | 668.50 | 0.2 | 133.70 | Property Tax Project |
| Flagg,Nancy A. (US011940912) | Executive Director-Grade 1 | (.6) Correspondence with Charlie L regarding the same (.3) Update notice log with verification notes from discussions with jurisdictions. | 5/20/2010 | 686.00 | 0.9 | 617.40 | Property Tax Project |
| Bing,Stephanie Regina (US012679045) | Senior-Grade 3 | Review engagement WIPs and SOEs (.3); Correspondence with Jonathan Wilson re: same (.1) | 5/20/2010 | 322.00 | 0.6 | 193.20 | Property Tax Project |
| Long,Charles A (US011485081) | Executive Director-Grade 1 | Correspondence with Jeff McDonald regarding status of trust | 5/24/2010 | 668.50 | 0.4 | 267.40 | Property Tax Project |
| Phillips,Charles F (US012001428) | Partner/Principal-Grade 1 | | 5/27/2010 | 665.00 | 0.5 | 332.50 | BR Process/Status Update |

| <u>Emp/Vendor</u> | <u>Title</u> | <u>Descr</u> | <u>Incur Dt</u> | <u>Agreed Rate</u> | <u>Hours</u> | <u>Fees @ Rate</u> | <u>Breakdown</u> |
|------------------------------------|----------------------------|--|-----------------|--------------------|--------------|--------------------|--------------------------|
| More,Vrushali (US012669303) | Staff/Assistant-Grade 4 | Review of new notices received (2.7); correspondence with B. Dubois regarding various claims (1.3) Update of tracking spreadsheet with new notices (2.9); correspondence regarding the same (1.1) | 6/1/2010 | 206.50 | 4.0 | 826.00 | Property Tax Project |
| More,Vrushali (US012669303) | Staff/Assistant-Grade 4 | Correspondence with Jeff M. on bankruptcy matters | 6/2/2010 | 206.50 | 4.0 | 826.00 | Property Tax Project |
| Phillips,Charles F (US012001428) | Partner/Principal-Grade 1 | Call with Jeff McDonald to discuss IRS exam report | 6/4/2010 | 665.00 | 0.5 | 332.50 | BR Process/Status Update |
| Singleton,Henry V. (US012608967) | Executive Director-Grade 1 | update call with Jeff McDonald on bankruptcy status | 6/4/2010 | 709.10 | 0.5 | 354.55 | Controversy |
| Phillips,Charles F (US012001428) | Partner/Principal-Grade 1 | ITCA liquidation - researched 986(c) interplay with 367(b) re all E&P pick up limited to basis of assets in ITCA and research 1248(e) and Notice 87-64 Section 986(c) research for purposes of determining impact on transfer of CFC to liquidating trust | 6/7/2010 | 665.00 | 0.5 | 332.50 | BR Process/Status Update |
| Randall,Franchon L. (US012058237) | Manager-Grade 4 | Call w/ Skadden corp and tax attys; client; and EY team to discuss Canadian wind-up tax modeling exercise where Ventoux is transferred to the LT before the wind-up of IT Can | 6/7/2010 | 469.00 | 3.0 | 1,407.00 | InterTan Restructuring |
| Tegel,Clifford N (US011689431) | Senior Manager-Grade 4 | Meeting w/ Cliff Tegel and Mike Winston to discuss information needs; and potential tax issues to consider when coming up w/ potential US income tax costs of the Intertan wind-up after Ventoux is transferred to the LT assuming that route is taken | 6/7/2010 | 567.00 | 3.0 | 1,701.00 | InterTan Restructuring |
| Vaughn,Scott D. (US012004058) | Partner/Principal-Grade 1 | Construction of tax model for Canadian Restructure including impact of 986, 988, COD, -13, 165, basis in stock of ITCA, IT US, Ventoux - including separate return vs. consolidated and consider guarantee vs no guarantee of CC assets | 6/7/2010 | 717.50 | 1.0 | 717.50 | InterTan Restructuring |
| Vaughn,Scott D. (US012004058) | Partner/Principal-Grade 1 | Internal call w/ S. Vaughn J. Blank, C. Tegel to discuss Canadian Restructuring | 6/7/2010 | 717.50 | 1.7 | 1,219.75 | InterTan Restructuring |
| Vaughn,Scott D. (US012004058) | Partner/Principal-Grade 1 | Call w/ J. McDonald, J. Levy and G. Galardi to discuss Canadian Restructure. | 6/7/2010 | 717.50 | 0.5 | 358.75 | InterTan Restructuring |
| Winston,Michael Paul (US012353477) | Senior-Grade 2 | Validate information to Jeff Knopke regarding Maryland claims and supply comparable analysis on the value of 1-2 year old store equipment in the portfolio | 6/7/2010 | 399.00 | 4.2 | 1,675.80 | InterTan Restructuring |
| Winston,Michael Paul (US012353477) | Senior-Grade 2 | Circuit City - discussion with Scott V and Mike W. | 6/7/2010 | 399.00 | 0.5 | 199.50 | InterTan Restructuring |
| Winston,Michael Paul (US012353477) | Senior-Grade 2 | Call w/ J. McDonald, J. Levy and G. Galardi to discuss Canadian Restructure. | 6/7/2010 | 399.00 | 1.0 | 399.00 | InterTan Restructuring |
| Long,Charles A (US011485081) | Executive Director-Grade 1 | Review / respond to Jeff M's Qs re: Info requested for InterTAN wind-up analysis | 6/7/2010 | 668.50 | 0.9 | 601.65 | Property Tax Project |
| Blank,Jacob M (US010964969) | Partner/Principal-Grade 1 | Prepare information request for Intertan modeling | 6/8/2010 | 766.50 | 1.0 | 766.50 | InterTan Restructuring |
| Randall,Franchon L. (US012058237) | Manager-Grade 4 | ITCA liquidation - call with Mike Winston re model and other matters | 6/8/2010 | 469.00 | 1.0 | 469.00 | InterTan Restructuring |
| Vaughn,Scott D. (US012004058) | Partner/Principal-Grade 1 | Review / respond to Jeff M's Qs re: Info requested for InterTAN wind-up analysis | 6/8/2010 | 717.50 | 0.2 | 143.50 | InterTan Restructuring |
| Winston,Michael Paul (US012353477) | Senior-Grade 2 | Prepare information request for Intertan modeling | 6/8/2010 | 399.00 | 0.5 | 199.50 | InterTan Restructuring |
| Winston,Michael Paul (US012353477) | Senior-Grade 2 | Construction of tax model for Canadian Restructure including impact of 986, 988, COD, -13, 165, basis in stock of ITCA, IT US, Ventoux - including separate return vs. consolidated and consider guarantee vs no guarantee of CC assets | 6/8/2010 | 399.00 | 2.7 | 1,077.30 | InterTan Restructuring |
| Winston,Michael Paul (US012353477) | Senior-Grade 2 | Research 988 / 986 NUBIG/ NUBIL, 165(g)(3) / dividends | 6/8/2010 | 399.00 | 2.3 | 917.70 | InterTan Restructuring |

| <u>Emp/Vendor</u> | <u>Title</u> | <u>Descr</u> | <u>Incur Dt</u> | <u>Agreed Rate</u> | <u>Hours</u> | <u>Fees @ Rate</u> | <u>Breakdown</u> |
|--------------------------------------|---------------------------|--|-----------------|--------------------|--------------|--------------------|----------------------------------|
| Garrett,Lawrence M (US012012936) | Partner/Principal-Grade 1 | conference call with Scott Vaughn Discuss various factual open Qs w/ Winston; respond to e-mails re: same | 6/9/2010 | 766.50 | 0.7 | 536.55 | InterTan Restructuring |
| Vaughn,Scott D. (US012004058) | Partner/Principal-Grade 1 | Review / revise various iterations of the potential draft tax model of wind-up scenarios under the assumption that Ventoux is transferred to the Liq Trust pre-wind up of IT US and IT CA | 6/9/2010 | 717.50 | 0.5 | 358.75 | InterTan Restructuring |
| Vaughn,Scott D. (US012004058) | Partner/Principal-Grade 1 | Review PwC's proposed step by step Canadian ruling request for purposes of understanding potential US wind-down tax issues | 6/9/2010 | 717.50 | 3.5 | 2,511.25 | InterTan Restructuring |
| Vaughn,Scott D. (US012004058) | Partner/Principal-Grade 1 | review responses by Jeff M re: our Info Request items for as well as various info provided in answer to such requests for the InterTAN wind up tax analysis; discuss same w/ Winston for the model Winston is preparing w/ various potential US tax issues | 6/9/2010 | 717.50 | 1.5 | 1,076.25 | InterTan Restructuring |
| Vaughn,Scott D. (US012004058) | Partner/Principal-Grade 1 | Discussion w/ C. Tegel on 986 and 988 FX and impact on 382 | 6/9/2010 | 717.50 | 1.0 | 717.50 | InterTan Restructuring |
| Winston,Michael Paul (US012353477) | Senior-Grade 2 | Meeting w/ S.Vaughn on Intertan modeling | 6/9/2010 | 399.00 | 0.5 | 199.50 | InterTan Restructuring |
| Winston,Michael Paul (US012353477) | Senior-Grade 2 | Meet w/ S. Vaughn and discuss with C. Tegel impacts of 986 and 988 and various alternatives (NSULC, LLC) transfer | 6/9/2010 | 399.00 | 0.2 | 79.80 | InterTan Restructuring |
| Winston,Michael Paul (US012353477) | Senior-Grade 2 | Construction of tax model for Canadian Restructure including impact of 986, 988, COD, -13, 165, basis in stock of ITCA, IT US, Ventoux - including separate return vs. consolidated and consider guarantee vs no guarantee of CC assets | 6/9/2010 | 399.00 | 2.0 | 798.00 | InterTan Restructuring |
| Winston,Michael Paul (US012353477) | Senior-Grade 2 | Construction of tax model for Canadian Restructure including impact of 986, 988, COD, -13, 165, basis in stock of ITCA, IT US, Ventoux - including separate return vs. consolidated and consider guarantee vs no guarantee of CC assets | 6/9/2010 | 399.00 | 1.0 | 399.00 | InterTan Restructuring |
| Winston,Michael Paul (US012353477) | Senior-Grade 2 | Compilation of required detail for purposes of filing Interim Fee Application due 6/15/10 | 6/9/2010 | 399.00 | 3.0 | 1,197.00 | InterTan Restructuring |
| Wilson,Jonathan B (US012003115) | Senior Manager-Grade 4 | Status update meeting with Cheryl Filippou (.5) Update tracking log for attorney's updates to claims (2.0) | 6/9/2010 | 567.00 | 2.6 | 1,474.20 | Monthly/Interim Fee Applications |
| Bing,Stephanie Regina (US012679045) | Senior-Grade 3 | Circuit City - call with S. Bing re spreadsheet updates and Ann Arbor MTT claim | 6/9/2010 | 322.00 | 2.5 | 805.00 | Property Tax Project |
| Filippou,Cheryl Alison (US011170632) | Senior Manager-Grade 2 | Email response to practice office regarding statute of limitations for interest recoveries. | 6/9/2010 | 619.50 | 1.0 | 619.50 | Property Tax Project |
| Wells,Karen E (US011916690) | Senior Manager-Grade 1 | Circuit City - review of PwC memo on InterTan | 6/10/2010 | 688.80 | 0.5 | 344.40 | Controversy |
| Blank,Jacob M (US010964969) | Partner/Principal-Grade 1 | Conf Call with Scott Vaughn et al re: analysis of scenarios regarding ventoux subgroup, | 6/10/2010 | 766.50 | 1.5 | 1,149.75 | InterTan Restructuring |
| Garrett,Lawrence M (US012012936) | Partner/Principal-Grade 1 | Circuit City - research 367(b) questions | 6/10/2010 | 766.50 | 1.5 | 1,149.75 | InterTan Restructuring |
| Hayes,Brandon Lewis (US012390249) | Senior Manager-Grade 2 | ITCA liquidation - internal call with Mike Winston and Scott Vaughn re model. | 6/10/2010 | 612.50 | 0.5 | 306.25 | InterTan Restructuring |
| Randall,Franchon L. (US012058237) | Manager-Grade 4 | Additional research on Section 986(c) and Section 988 for purposes of determining impact on transfer of CFC to liquidating trust | 6/10/2010 | 469.00 | 1.0 | 469.00 | InterTan Restructuring |
| Tegel,Clifford N (US011689431) | Senior Manager-Grade 4 | Meet w/ Mike Winston to discuss latest draft InterTAN wind-up model pre- the internal all hands call | 6/10/2010 | 567.00 | 4.0 | 2,268.00 | InterTan Restructuring |
| Vaughn,Scott D. (US012004058) | Partner/Principal-Grade 1 | | 6/10/2010 | 717.50 | 0.3 | 215.25 | InterTan Restructuring |

| <u>Emp/Vendor</u> | <u>Title</u> | <u>Descr</u> | <u>Incur Dt</u> | <u>Agreed Rate</u> | <u>Hours</u> | <u>Fees @ Rate</u> | <u>Breakdown</u> |
|---|---|---|-------------------------------------|----------------------------|-------------------|------------------------------|--|
| Vaughn,Scott D. (US012004058) | Partner/Principal-Grade 1 | Review 2004 PwC memo re: InterTan acquisition and structure put in place at the time of the acquisition and possible tax impacts at that time that may have carried forward to today for purposes of analyzing the potential wind-up tax issues Call w/ Jake Blank; Larry Garrett; Cliff Tegel; Mike Winston to discuss various tax issues that may occur if IT US and IT Can are wound up after Ventoux is transferred to the Liq Trust | 6/10/2010 | 717.50 | 1.0 | 717.50 | InterTan Restructuring |
| Vaughn,Scott D. (US012004058) | Partner/Principal-Grade 1 | e-mail to Jeff M and Dave Levy re: possible revisions to IT wind-up plan so as to reduce potential US tax cost | 6/10/2010 | 717.50 | 1.5 | 1,076.25 | InterTan Restructuring |
| Vaughn,Scott D. (US012004058) Winston,Michael Paul (US012353477) | Partner/Principal-Grade 1 Senior-Grade 2 | Follow up on modeling information request Construction of tax model for Canadian Restructure including impact of 986, 988, COD, -13, 165, basis in stock of ITCA, IT US, Ventoux - including separate return vs. consolidated and consider guarantee vs no guaranteee of CC assets | 6/10/2010 6/10/2010 | 717.50 399.00 | 0.2 0.3 | 143.50 119.70 | InterTan Restructuring InterTan Restructuring |
| Winston,Michael Paul (US012353477) | Senior-Grade 2 | Research 988 / 986 NUBIG / NUBIL, 165(g)(3) / dividends Review information rec'd by J. McDonald, incl. Canadian ruling / E&P/956 | 6/10/2010 | 399.00 | 3.1 | 1,236.90 | InterTan Restructuring |
| Winston,Michael Paul (US012353477) | Senior-Grade 2 | Internal call w L. Garret, S. Vaughn, C. Tegel to discuss Canadian Restructuring, including 988, 986, -13g, 165(g)(3) | 6/10/2010 | 399.00 | 1.0 | 399.00 | InterTan Restructuring |
| Winston,Michael Paul (US012353477) | Senior-Grade 2 | Meet w/ S. Vaughn and discuss with C. Tegel impacts of 986 and 988 and various alternatives (NSULC, LLC) transfer | 6/10/2010 | 399.00 | 1.0 | 399.00 | InterTan Restructuring |
| Winston,Michael Paul (US012353477) Wilson,Jonathan B (US012003115) | Senior-Grade 2 Senior Manager-Grade 4 | Review of May billing detail | 6/10/2010 6/10/2010 | 399.00 567.00 | 2.0 2.7 | 798.00 1,530.90 | InterTan Restructuring Monthly/Interim Fee Applications |
| Bing,Stephanie Regina (US012679045) | Senior-Grade 3 | Review supporting detail for attorney adjustments to claims Circuit City - call with Scott Vaughn and team related to Canadian issues (1.5); follow up re same (.5) | 6/10/2010 | 322.00 | 2.0 | 644.00 | Property Tax Project |
| Blank,Jacob M (US010964969) | Partner/Principal-Grade 1 | Intertan - Discussion of various fx issues w/ C. Tegel (.5); research COD issue (1.0) | 6/11/2010 | 766.50 | 2.0 | 1,533.00 | InterTan Restructuring |
| Chestnut,Douglas E (US011181934) | Partner/Principal-Grade 1 | Review materials on treatment of guarantees (1.0), Call with Scott Vaughn regarding the same Canadian 331/986(c) discussion with Cliff Tegel correspondence related to 986 question on Intertan Section 988 research for purposes of determining impact | 6/11/2010 | 885.50 | 1.5 | 1,328.25 | InterTan Restructuring |
| Garrett,Lawrence M (US012012936) Nugent,Timothy J (US011492371) O'Connor,Margaret M (US011054402) | Partner/Principal-Grade 1 Partner/Principal-Grade 1 Partner/Principal-Grade 1 | All hands call w/ Skadden; Jeff McDonald of CC; PwC; and EY to discuss wind-up tax issues for InterTAN Call first thing in AM w/ Garrett; Blank; Tegel; Winston to discuss various tax issues; latest potential cash tax model on wind-up of InterTAN Follow on meeting w/ Mike Winston; and various calls w/ Winston; Tegel; and Blank re: tax issues to button down in advance of the call w/ Skadden; et. al. at 1pm | 6/11/2010 6/11/2010 6/11/2010 | 766.50 682.50 885.50 | 1.5 0.5 0.4 | 1,149.75 341.25 354.20 | InterTan Restructuring InterTan Restructuring InterTan Restructuring |
| Tegel,Clifford N (US011689431) | Senior Manager-Grade 4 | Review various e-mails re: InterTAN wind-up from Skadden; Others | 6/11/2010 | 567.00 | 4.0 | 2,268.00 | InterTan Restructuring |
| Vaughn,Scott D. (US012004058) | Partner/Principal-Grade 1 | EY to discuss wind-up tax issues for InterTAN Call first thing in AM w/ Garrett; Blank; Tegel; Winston to discuss various tax issues; latest potential cash tax model on wind-up of InterTAN | 6/11/2010 | 717.50 | 0.7 | 502.25 | InterTan Restructuring |
| Vaughn,Scott D. (US012004058) | Partner/Principal-Grade 1 | Follow on meeting w/ Mike Winston; and various calls w/ Winston; Tegel; and Blank re: tax issues to button down in advance of the call w/ Skadden; et. al. at 1pm | 6/11/2010 | 717.50 | 1.5 | 1,076.25 | InterTan Restructuring |
| Vaughn,Scott D. (US012004058) | Partner/Principal-Grade 1 | Review various e-mails re: InterTAN wind-up from Skadden; Others | 6/11/2010 | 717.50 | 2.3 | 1,650.25 | InterTan Restructuring |
| Vaughn,Scott D. (US012004058) | Partner/Principal-Grade 1 | | 6/11/2010 | 717.50 | 0.5 | 358.75 | InterTan Restructuring |

| <u>Emp/Vendor</u> | <u>Title</u> | <u>Descr</u> | <u>Incur Dt</u> | <u>Agreed Rate</u> | <u>Hours</u> | <u>Fees @ Rate</u> | <u>Breakdown</u> |
|------------------------------------|----------------------------|--|-----------------|--------------------|--------------|--------------------|----------------------------------|
| Vaughn,Scott D. (US012004058) | Partner/Principal-Grade 1 | review / comment on Winston's summary of our draft talking points issue outline re: tax effects of InterTAN wind-up in advance of call w/ Skadden; et. al. | 6/11/2010 | 717.50 | 0.8 | 574.00 | InterTan Restructuring |
| Winston,Michael Paul (US012353477) | Senior-Grade 2 | Call w/ J. McDonald, J. Levy, L. Sparling to discuss Canadian Restructure implications and liquidation of ITCA prior to Transfer to LT. | 6/11/2010 | 399.00 | 1.0 | 399.00 | InterTan Restructuring |
| Winston,Michael Paul (US012353477) | Senior-Grade 2 | Rework model and document tax analysis talking points. Internal call w L. Garret, S. Vaughn, C. Tegel to discuss Canadian Restructuring, including 988, 986, -13g, 165(g)(3) | 6/11/2010 | 399.00 | 2.5 | 997.50 | InterTan Restructuring |
| Wilson,Jonathan B (US012003115) | Senior Manager-Grade 4 | Review of Interim Fee Application due on June 15, 2010 | 6/11/2010 | 567.00 | 1.9 | 1,077.30 | Monthly/Interim Fee Applications |
| Blank,Jacob M (US010964969) | Partner/Principal-Grade 1 | Circuit City - review of Intertan modeling | 6/13/2010 | 766.50 | 1.5 | 1,149.75 | InterTan Restructuring |
| Blank,Jacob M (US010964969) | Partner/Principal-Grade 1 | Circuit City - correspondence related to Intertan issues | 6/14/2010 | 766.50 | 0.5 | 383.25 | InterTan Restructuring |
| Tegel,Clifford N (US011689431) | Senior Manager-Grade 4 | Research related to Section 986c f/x gain triggering | 6/14/2010 | 567.00 | 1.0 | 567.00 | InterTan Restructuring |
| Vaughn,Scott D. (US012004058) | Partner/Principal-Grade 1 | Respond to various e-mails from Dave Levy and Jeff M re: IT CAN / US wind-up tax model; send 986(c) calc re; Same to them | 6/14/2010 | 717.50 | 0.8 | 574.00 | InterTan Restructuring |
| Winston,Michael Paul (US012353477) | Senior-Grade 2 | Call w/ D. Levy, C. Tegel and J. McDonald on AMT modeling emails to/from Charlie and Vrushali re: Pierce County, WA hearings | 6/14/2010 | 399.00 | 0.8 | 319.20 | InterTan Restructuring |
| DuBois,Bright (US012590015) | Manager-Grade 4 | Discussions with Jeff M. related to trustee issues | 6/14/2010 | 450.10 | 0.3 | 135.03 | Property Tax Project |
| Phillips,Charles F (US012001428) | Partner/Principal-Grade 1 | Analysis related to f/x gain triggering and ability to offset with NOLs | 6/15/2010 | 665.00 | 0.5 | 332.50 | BR Process/Status Update |
| Tegel,Clifford N (US011689431) | Senior Manager-Grade 4 | review / respond to various Qs from Jeff McDonald re: model; review same w/ my comments | 6/15/2010 | 567.00 | 1.0 | 567.00 | InterTan Restructuring |
| Vaughn,Scott D. (US012004058) | Partner/Principal-Grade 1 | Discuss 2009 appeal settlement with McComb County | 6/15/2010 | 717.50 | 1.0 | 717.50 | InterTan Restructuring |
| Long,Charles A (US011485081) | Executive Director-Grade 1 | Shelby Township MI Assessor Chris Sieloff | 6/15/2010 | 668.50 | 0.2 | 133.70 | Property Tax Project |
| Vaughn,Scott D. (US012004058) | Partner/Principal-Grade 1 | Discuss functional currency change for IT Can w/ Cliff call to clerk of the BOE to inform her that we will not appear on behalf of CC but will let evidence stand on it's own and possibly will submit additional documents before the hearing | 6/16/2010 | 717.50 | 0.3 | 215.25 | InterTan Restructuring |
| DuBois,Bright (US012590015) | Manager-Grade 4 | Research related to Section 986c f/x gain triggering and ability to offset with NOLs | 6/16/2010 | 450.10 | 0.3 | 135.03 | Property Tax Project |
| Tegel,Clifford N (US011689431) | Senior Manager-Grade 4 | Review / Respond to CC and Others re: CRA Ruling Request | 6/17/2010 | 567.00 | 1.0 | 567.00 | InterTan Restructuring |
| Vaughn,Scott D. (US012004058) | Partner/Principal-Grade 1 | Follow up with Jeff M. on bankruptcy admin question | 6/17/2010 | 717.50 | 1.0 | 717.50 | InterTan Restructuring |
| Phillips,Charles F (US012001428) | Partner/Principal-Grade 1 | Tourmalet DCL triggering in step 38 and communication to Jeff McDonald and Skadden | 6/18/2010 | 665.00 | 0.5 | 332.50 | BR Process/Status Update |
| Tegel,Clifford N (US011689431) | Senior Manager-Grade 4 | Various calls / e-mails w/ Cliff to discuss DCL considerations re: CRA | 6/18/2010 | 567.00 | 2.0 | 1,134.00 | InterTan Restructuring |
| Vaughn,Scott D. (US012004058) | Partner/Principal-Grade 1 | call w/ Jake in AM to discuss his comments on CRA Ruling | 6/18/2010 | 717.50 | 0.5 | 358.75 | InterTan Restructuring |
| Vaughn,Scott D. (US012004058) | Partner/Principal-Grade 1 | Circuit City - correspondence with Scott V. and team on Canadian restructuring | 6/18/2010 | 717.50 | 0.3 | 215.25 | InterTan Restructuring |
| Blank,Jacob M (US010964969) | Partner/Principal-Grade 1 | respond to email from Cliff Tegel on 956 and pledge of loan related to Intertan | 6/20/2010 | 766.50 | 1.0 | 766.50 | InterTan Restructuring |
| Rollinson,Marjorie A (US011431468) | Partner/Principal-Grade 1 | research DCL triggering related to Canadian structuring | 6/20/2010 | 885.50 | 0.2 | 177.10 | InterTan Restructuring |
| Randall,Franchon L. (US012058237) | Manager-Grade 4 | | 6/21/2010 | 469.00 | 2.0 | 938.00 | InterTan Restructuring |

| <u>Emp/Vendor</u> | <u>Title</u> | <u>Descr</u> | <u>Incur Dt</u> | <u>Agreed Rate</u> | <u>Hours</u> | <u>Fees @ Rate</u> | <u>Breakdown</u> |
|---|----------------------------|--|-----------------|--------------------|--------------|--------------------|----------------------------------|
| Tegel,Clifford N (US011689431) | Senior Manager-Grade 4 | DCL affirmative triggering Review of new property tax notices received (.2); correspondence with tax authorities regarding the same (.8) | 6/21/2010 | 567.00 | 1.0 | 567.00 | InterTan Restructuring |
| More,Vrushali (US012669303) | Staff/Assistant-Grade 4 | | 6/21/2010 | 206.50 | 1.0 | 206.50 | Property Tax Project |
| Randall,Franchon L. (US012058237) | Manager-Grade 4 | | 6/22/2010 | 469.00 | 0.2 | 93.80 | InterTan Restructuring |
| Tegel,Clifford N (US011689431) | Senior Manager-Grade 4 | DCL affirmative triggering research Update of notice tracking spreadsheet for new notices received | 6/22/2010 | 567.00 | 0.5 | 283.50 | InterTan Restructuring |
| More,Vrushali (US012669303) | Staff/Assistant-Grade 4 | respond to Dave Levy's e-mail re: potential change in CRA plan to exclude Tourmalet from US bankruptcy plan - potential COD impact | 6/22/2010 | 206.50 | 0.5 | 103.25 | Property Tax Project |
| Vaughn,Scott D. (US012004058) | Partner/Principal-Grade 1 | | 6/23/2010 | 717.50 | 0.3 | 215.25 | InterTan Restructuring |
| Phillips,Charles F (US012001428) | Partner/Principal-Grade 1 | Call with Jeff McDonald related to trustee questions | 6/24/2010 | 665.00 | 0.5 | 332.50 | BR Process/Status Update |
| Randall,Franchon L. (US012058237) | Manager-Grade 4 | research interest charges on Intertan transaction | 6/24/2010 | 469.00 | 0.2 | 93.80 | InterTan Restructuring |
| Randall,Franchon L. (US012058237) | Manager-Grade 4 | correspondence related to Intertan research | 6/25/2010 | 469.00 | 1.0 | 469.00 | InterTan Restructuring |
| Tegel,Clifford N (US011689431) | Senior Manager-Grade 4 | Follow up research on DCL affirmative triggering emails to/from Vrushali re: affidavits (.3); review appraisal and other data to submit with corrected affidavits (.6); print store details from Model A v6 and send with appraisal, affidavits and cover letter to BOE in lieu of formal hearing (.4) | 6/25/2010 | 567.00 | 1.0 | 567.00 | InterTan Restructuring |
| DuBois,Brigit (US012590015) | Manager-Grade 4 | | 6/25/2010 | 450.10 | 1.3 | 585.13 | Property Tax Project |
| Phillips,Charles F (US012001428) | Partner/Principal-Grade 1 | update with Jeff McDonald on liquidation trustee matters | 7/1/2010 | 665.00 | 0.5 | 332.50 | BR Process/Status Update |
| Phillips,Charles F (US012001428) | Partner/Principal-Grade 1 | Follow up with Jeff M. on trustee items | 7/6/2010 | 691.60 | 0.5 | 345.80 | BR Process/Status Update |
| Wilson,Jonathan B (US012003115) | Senior Manager-Grade 4 | June billing detail - review of time entries | 7/7/2010 | 593.32 | 2.1 | 1,245.97 | Monthly/Interim Fee Applications |
| Wilson,Jonathan B (US012003115) | Senior Manager-Grade 4 | June billing detail - correspondence with Foley Lardner | 7/8/2010 | 593.32 | 0.5 | 296.66 | Monthly/Interim Fee Applications |
| Phillips,Charles F (US012001428) | Partner/Principal-Grade 1 | June billing review | 7/9/2010 | 691.60 | 0.5 | 345.80 | Monthly/Interim Fee Applications |
| Wilson,Jonathan B (US012003115) | Senior Manager-Grade 4 | June billing detail - review of invoice detail | 7/9/2010 | 593.32 | 1.1 | 652.65 | Monthly/Interim Fee Applications |
| Correspondence with Charlie L. regarding pending hearing notice | | | | | | | |
| More,Vrushali (US012669303) | Staff/Assistant-Grade 4 | reply to Jeff Knopke re: MI email (.3); search for prior MI correspondence per Jeff Knopke request (.7); additional review for landlord guidance (.7) | 7/9/2010 | 222.04 | 0.5 | 111.02 | Property Tax Project |
| Flagg,Nancy A. (US011940912) | Executive Director-Grade 1 | Respond to San Francisco County CA inquiry regarding 2009 appeal (.3); provide guidance to Vrushali More and John Corum of E&Y regarding documentation to prepare | 7/14/2010 | 713.44 | 1.7 | 1,212.85 | Property Tax Project |
| Long,Charles A (US011485081) | Executive Director-Grade 1 | (.2) Discuss w/ Jeff Knopke whether San Francisco County CA filed 2009 claim | 7/14/2010 | 695.24 | 0.5 | 347.62 | Property Tax Project |
| Long,Charles A (US011485081) | Executive Director-Grade 1 | | 7/15/2010 | 695.24 | 0.1 | 69.52 | Property Tax Project |
| Phillips,Charles F (US012001428) | Partner/Principal-Grade 1 | Conversation with Jeff M. on bankruptcy status | 7/16/2010 | 691.60 | 0.5 | 345.80 | BR Process/Status Update |
| Flagg,Nancy A. (US011940912) | Executive Director-Grade 1 | email to Jeff Knopke to suggest call with legal counsel to resolve personal property issues | 7/16/2010 | 713.44 | 0.3 | 214.03 | Property Tax Project |
| More,Vrushali (US012669303) | Staff/Assistant-Grade 4 | Updated eDocs for status of various property tax notices follow up with Jeff Knopke on discussion with outside counsel (.3); follow up with Charlie Long to confirm contents of SFO letter appeal (.3) | 7/19/2010 | 222.04 | 1.0 | 222.04 | Property Tax Project |
| Flagg,Nancy A. (US011940912) | Executive Director-Grade 1 | Preparation of appeal correspondence for various jurisdictions | 7/20/2010 | 713.44 | 0.6 | 428.06 | Property Tax Project |
| More,Vrushali (US012669303) | Staff/Assistant-Grade 4 | Correspondence with Jeff Knopke re: Blanks discussion | 7/20/2010 | 222.04 | 3.0 | 666.12 | Property Tax Project |
| Flagg,Nancy A. (US011940912) | Executive Director-Grade 1 | | 7/21/2010 | 713.44 | 0.2 | 142.69 | Property Tax Project |

| <u>Emp/Vendor</u> | <u>Title</u> | <u>Descr</u> | <u>Incur Dt</u> | <u>Agreed Rate</u> | <u>Hours</u> | <u>Fees @ Rate</u> | <u>Breakdown</u> |
|---|---|---|-------------------------------------|----------------------------|-------------------|----------------------------|--|
| More,Vrushali (US012669303) Corum,Harold John (US012626359) | Staff/Assistant-Grade 4 Manager-Grade 4 | Review of new notices received related to property tax appeals Preparation of San Francisco Appeal Logged new notices into tracking spreadsheet (1.8); correspondence with tax authorities regarding the same | 7/21/2010 7/22/2010 | 222.04 468.10 | 3.0 1.0 | 666.12 468.10 | Property Tax Project Property Tax Project |
| More,Vrushali (US012669303) Phillips,Charles F (US012001428) Phillips,Charles F (US012001428) | Staff/Assistant-Grade 4 Partner/Principal-Grade 1 Partner/Principal-Grade 1 | (1.2) Discussion with Jeff M. related to creditor committee Call with Jeff M. on liquidating trust | 7/22/2010 7/23/2010 7/29/2010 | 222.04 691.60 691.60 | 3.0 0.5 0.5 | 666.12 345.80 345.80 | Property Tax Project BR Process/Status Update BR Process/Status Update |
| Wilson,Jonathan B (US012003115) | Senior Manager-Grade 4 | Discussion with Jeff McDonald on status of bankruptcy, etc. Discuss effectiveness of litigation strategy with Jeff Knopke | 7/29/2010 | 593.32 | 1.0 | 593.32 | BR Process/Status Update |
| Long,Charles A (US011485081) | Executive Director-Grade 1 | and Nancy Flagg Discuss MA 1/1/2009 appeal logistics w/ Andy Golden as a result in change of fact pattern from MA in issuance of tax bills | 7/29/2010 | 695.24 | 0.2 | 139.05 | Property Tax Project |
| Long,Charles A (US011485081) Hamilton,Mary Catherine (US012544094) | Executive Director-Grade 1 Staff/Assistant-Grade 2 | Research MA personal property tax bills for Charlie | 7/29/2010 7/30/2010 | 695.24 99.01 | 0.2 0.5 | 139.05 49.50 | Property Tax Project Property Tax Project |
| Totals | | | | | 162.8 | 83,120.46 | |